

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM303803

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
K/P Corporation		05/05/2014	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	KP LLC		
Street Address:	13951 Washington ave.		
City:	San Leandro		
State/Country:	CALIFORNIA		
Postal Code:	94578		
Entity Type:	LIMITED LIABILITY COMPANY: OREGON		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2447652	CLICK ON	
Registration Number:	2728499	K/P CORPORATION	
Registration Number:	2685141	K/P	
CORRESPONDENCE DATA			
Fax Number:	3125212875		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3125212775		
Email:	ipdocket@muchshelist.com		
Correspondent Name:	Adam K Sacharoff		
Address Line 1:	191 N Wacker Drive, Suite 1800		
Address Line 2:	Much Shelist, PC		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	0010833.0002		
NAME OF SUBMITTER:	Adam K Sacharoff		
SIGNATURE:	/aks/		
DATE SIGNED:	05/07/2014		
Total Attachments: 8			
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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone: (503) 986-2200
www.filinginoregon.com

Registry Number: 081514-17
Type: DOMESTIC LIMITED LIABILITY COMPANY

Next Renewal Date: 09/19/2014

CORPORATION SERVICE COMPANY
285 LIBERTY ST NE
SALEM OR 97301

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

Document
ARTICLES OF CONVERSION

Filed On
05/05/2014

Jurisdiction
OREGON

Name
KP LLC

Principal Place of Business
13951 WASHINGTON AVE
SAN LEANDRO CA 94578

Registered Agent
CORPORATION SERVICE COMPANY
285 LIBERTY ST NE
SALEM OR 97301

Mailing Address
13951 WASHINGTON AVE
SAN LEANDRO CA 94578



Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 161 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 985-2200

FILED

MAY 05 2014

REGISTRY NUMBER: 081514-17

OREGON
SECRETARY OF STATE
For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink.

- 1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION:
K/P CORPORATION
- 2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:
DOMESTIC CORPORATION
- 3) NAME OF BUSINESS ENTITY AFTER CONVERSION:
KP LLC
- 4) TYPE OF BUSINESS ENTITY AFTER CONVERSION:
OREGON LIMITED LIABILITY COMPANY
- 5) ☒ A COPY OF THE PLAN OF CONVERSION IS ATTACHED.
- 6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

- 7) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Joseph P. Atturio

Title:

President

CONTACT NAME: (To resolve questions with this filing.)

Diane M. Rosemeyer

PHONE NUMBER: (Include area code.)

312-521-2444

FEES

Domestic Required Processing Fee \$100
Foreign Required Processing Fee \$275
Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan"), dated as of May __, 2014, is made and entered into by K/P CORPORATION, an Oregon corporation (the "Corporation").

RECITALS

WHEREAS, pursuant to Sections 60.474 and 60.487 of the Oregon Corporation Law (the "Oregon Act") and Article IV of the Corporation's Second Restated Articles of Incorporation, the board of directors and the requisite number of shareholders of the Corporation have accepted, adopted and approved the execution, delivery and performance by the Corporation of this Plan and the consummation of the transactions contemplated hereby in their entirety;

NOW, THEREFORE, in consideration of the mutual agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Corporation hereby agrees that it shall be converted from an Oregon corporation into an Oregon limited liability company in accordance with the Oregon Act and that the terms and conditions thereof are and shall be as follows:

ARTICLE I THE CONVERSION

Section 1.1 The Conversion. On the Effective Date (as defined in Section 1.2), the Corporation shall be converted (the "Conversion") from an Oregon corporation into an Oregon limited liability company known as "KP LLC" (the "Converted Entity") and the existence of the Converted Entity shall be deemed to have commenced on the date the Corporation commenced its existence in the jurisdiction in which the Corporation was first incorporated or otherwise came into being. The rights, privileges, powers and interests in property of the Corporation, as well as the debts, liabilities and duties of the Corporation, shall not be deemed, as a consequence of the Conversion, to have been transferred to the Converted Entity for any purpose; such items shall remain vested in the Converted Entity under the Oregon Act. The Corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the Conversion shall not be deemed to constitute a dissolution of the Corporation. When the Corporation has been converted to the Converted Entity, the Converted Entity shall be deemed to be the same entity as the Corporation and the Conversion shall constitute a continuation of the existence of the Corporation in the form of an Oregon limited liability company.

Section 1.2 Effective Date. Subject to the provisions of this Plan, as soon as practicable on or after the date hereof, the Corporation shall file articles of conversion with the Oregon Secretary of State and the Conversion shall become effective at the time said filing is completed (the "Effective Date").

Section 1.3 Articles of Organization. On the Effective Date, the articles of organization attached hereto as Exhibit A shall serve as the articles of organization of the Converted Entity until thereafter changed or amended as provided by the Oregon Act.

Section 1.4 Property Rights. Upon the effectiveness of the Conversion, all of the rights, privileges and powers of the Corporation, and all property (real, personal and mixed) and

all debts due to the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the Converted Entity and shall be the property of the Converted Entity, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion; but all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall remain attached to the Converted Entity, and may be enforced against the Converted Entity to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Converted Entity.

Section 1.5 Liabilities. The Conversion shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to the Conversion.

ARTICLE II EFFECT OF THE CONVERSION ON THE OWNERSHIP INTERESTS OF THE CORPORATION

Section 2.1 Effect of Conversion on Ownership Interests. On the Effective Date, by virtue of the Conversion and without any action on the part of the Corporation or the Converted Entity, the sole shareholder of the Corporation surrenders all of its shares of stock in the Corporation in exchange for 100% of the preferred units of membership interest in the Converted Entity.

ARTICLE III MISCELLANEOUS

Section 3.1 Amendments and Waiver. No amendment or modification of this Plan shall be valid unless the same is in writing and signed by the Corporation. No waiver of any provision of this Plan shall be valid unless in writing and signed by the Corporation.

Section 3.2 Termination. At any time prior to the filing of the articles of conversion, certificate of conversion to limited liability company and certificate of formation as set forth in Section 1.2, this Plan may be terminated and abandoned by the Corporation. In the event of any termination of this Plan, this Plan shall forthwith become void and there shall be no liability on the part of the Corporation or its directors, officers or shareholders.

Section 3.3 Binding Effect. This Plan shall inure to the benefit of, and shall be binding upon, the Corporation and its successors and assigns.

Section 3.4 No Third Party Rights. Nothing in this Plan shall be deemed to create any right in any creditor or other person or entity, and this Plan shall not be construed in any respect to be a contract in whole or in part for the benefit of any third party.

Section 3.5 Severability. Should any clause, sentence, paragraph subsection, section or article of this Plan be judicially declared to be invalid, unenforceable or void, such decision will not have the effect of invalidating or voiding the remainder of this Plan, and the part or parts of this Plan so held to be invalid, unenforceable or void will be deemed to have been stricken herefrom by the Corporation, and the remainder will have the same force and effectiveness as if such stricken part or parts had never been included herein.

Section 3.6 Entire Agreement. This Plan sets forth all of the agreements, conditions, understandings, warranties and representations with respect to the transactions contemplated hereby, and supersedes all prior agreements, arrangements and understandings, whether written, oral or otherwise.

[Remainder of page intentionally left blank – Signature page follows]

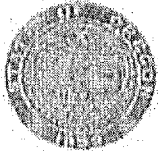
IN WITNESS WHEREOF, the undersigned has caused this Plan of Conversion to be executed by its duly authorized representative on the day and date first written above.

K/P CORPORATION, an Oregon corporation

By: *J. P. Atturio*
Name: Joseph P. Atturio
Title: President

EXHIBIT A
ARTICLES OF ORGANIZATION

See attached.



Articles of Organization - Limited Liability Company

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 161 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200

REGISTRY NUMBER: 081514-17

In accordance with Oregon Revised Statute 102.410-102.490, the information on this application is public record.

We want release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

For office use only

1. NAME OF LIMITED LIABILITY COMPANY: (Must contain the words "Limited Liability Company" or the abbreviations "LLC" or "L.L.C.")

KP LLC

2. DURATION: (Please check one.)

☒ Duration shall be perpetual.

☐ Latest date upon which the Limited Liability Company

is to dissolve is

3. REGISTERED AGENT: (Individual or entity that will accept legal service for this business)

Corporation Service Company

4. REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:

(Must be an Oregon Street Address, which is identical to the registered agent's office.)

285 Liberty Street NE

Salem, OR 97301

5. ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:

13951 Washington Ave.

San Leandro, CA 94578

6. NAME AND ADDRESS OF EACH PERSON WHO IS FORMING THIS BUSINESS: (ORGANIZER)

Diane M. Rosemeyer

191 N. Wacker Dr., Ste. 1800

Chicago, IL 60606

7. HOW WILL THIS LIMITED LIABILITY COMPANY BE MANAGED?

☒ This LLC will be member-managed by one or more members.

☐ This LLC will be manager-managed by one or more managers.

8. IF RENDERING A LICENSED PROFESSIONAL SERVICE OR SERVICES, DESCRIBE THE SERVICE(S) BEING RENDERED:

9. OPTIONAL PROVISIONS: (Attach a separate sheet if necessary.)

☐ BENEFIT COMPANY: The Limited Liability Company is a benefit company subject to sections 1 to 11 of chapter 269, Oregon Laws 2013.

☐ INDEMNIFICATION: The company elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 33.185 or 60.367 - 60.414.

☐ SEE ATTACHED

(OPTIONAL) LIST MEMBERS AND/OR MANAGERS NAMES AND ADDRESSES

10. OWNERS: (MEMBERS) (Names and Street address)

11. MANAGERS: (MANAGERS) (Names and Street address)

12. EXECUTION: By my signature, I declare as an authorized signer, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

SIGNATURE:

PRINTED NAME:

Joseph P. Atturio

TITLE:

Pres. of Member

CONTACT NAME: (To resolve questions with this filing)

Diane M. Rosemeyer

PHONE NUMBER: (Include area code)

312-521-2440

FEES

Required Processing Fee \$100

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".

Free copies are available at FilingInOregon.com using the Business Name Search program.

Articles of Organization - Limited Liability Company (12/13)

TRADEMARK

RECORDED: 05/07/2014

REEL: 005275 FRAME: 0469